Appendix 3G

Notification of issue, conversion or payment up of equity +securities

Information or documents not available now must be given to ASX as soon as available. Information and documents given to ASX become ASX's property and may be made public.

If you are an entity incorporated outside Australia and you are issuing a new class of +securities other than CDIs, you will need to obtain and provide an International Securities Identification Number (ISIN) for that class. Further information on the requirement for the notification of an ISIN is available from the Create Online Forms page. ASX is unable to create the new ISIN for non-Australian issuers.

*Denotes minimum information required for first lodgement of this form, with exceptions provided in specific notes for certain questions. The balance of the information, where applicable, must be provided as soon as reasonably practicable by the entity.

Part 1 – Entity and announcement details

Question no	Question	Answer
1.1	*Name of entity We (the entity here named) give notice of the issue, conversion or payment up of the following unquoted +securities.	Security Matters Limited
1.2	*Registration type and number Please supply your ABN, ARSN, ARBN, ACN or another registration type and number (if you supply another registration type, please specify both the type of registration and the registration number).	ABN 78 626 192 998
1.3	*ASX issuer code	SMX
1.4	*This announcement is	⋈ A new announcement
	Tick whichever is applicable.	☐ An update/amendment to a previous announcement
		☐ A cancellation of a previous announcement
1.4a	*Reason for update Mandatory only if "Update" ticked in Q1.4 above. A reason must be provided for an update.	Not applicable
1.4b	*Date of previous announcement to this update Mandatory only if "Update" ticked in Q1.4 above.	Not applicable
1.4c	*Reason for cancellation Mandatory only if "Cancellation" ticked in Q1.4 above.	Not applicable
1.4d	*Date of previous announcement to this cancellation Mandatory only if "Cancellation" ticked in Q1.4 above.	Not applicable
1.5	*Date of this announcement	23 November 2020

Part 2 – Type of issue

Question No.	Question	Answer
2.1	*The +securities the subject of this notification are: Select whichever item is applicable. If you wish to notify ASX of different types of issues of securities, please complete a separate Appendix 3G for each type of issue.	 → Securities issued as a result of options being exercised or other +convertible +securities being converted and that are not to be quoted on ASX □ Partly paid +securities that have been fully paid up and that are not to be quoted on ASX □ +Securities issued under an +employee incentive scheme that are not being immediately quoted on ASX ☑ Other [please specify] If you have selected 'other' please provide the circumstances of the issue here: Issue of Unlisted Options to investors who participated in the Placement announced to the market on 16th and 17th November 2020.
2.2a.1	Please state the number and type of options that were exercised or other +convertible securities that were converted (including their ASX security code if available)? Answer this question if your response to Q2.1 is "securities issued as a result of options being exercised or other convertible securities being converted and that are not to be quoted on ASX".	Not applicable
2.2a.2	And the date the options were exercised or other +convertible securities were converted: Answer this question if your response to Q2.1 is "securities issued as a result of options being exercised or other convertible securities being converted and that are not to be quoted on ASX". Note: If this occurred over a range of dates, enter the date the last of the options was exercised or convertible securities was converted.	Not applicable
2.2b.1	Please state the number and type of partly paid +securities that were fully paid up (including their ASX security code if available)? Answer this question if your response to Q2.1 is "partly paid securities that have been paid up and that are not to be quoted on ASX".	Not applicable
2.2b.2	And the date the *securities were fully paid up: Answer this question if your response to Q2.1 is "partly paid securities that have been paid up and that are not to be quoted on ASX". Note: If this occurred over a range of dates, enter the date the last of the securities was fully paid up.	Not applicable

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	2.2c.1	Please state the number and +securities (including their A code) issued under an +empincentive scheme that are no immediately quoted on ASX Answer this question if your responsecurities issued under an employ scheme that are not being immedia ASX".	SX security bloyee bt being se to Q2.1 is see incentive	Not applicable	
	2.2c.2	*Please attach a document of details of a URL link for a dowith ASX detailing the terms +employee incentive scheme summary of the terms. Answer this question if your response scheme that are not being immediated ASX".	of the e or a se to Q2.1 is ee incentive	Not applicable	
	2.2c.3	*Are any of these +securities to +key management person an +associate Answer this question if your respon "securities issued under an employ scheme that are not being immedia ASX".	nnel (KMP) or se to Q2.1 is ee incentive	Not applicable	
	2.2c.3.a	not being immediately quoted on A- below for each KMP involved in the	se to Q2.1 is "securi SX" and your respon issue. If the securiti registered holder". If	ties issued under ai se to Q2.2c.3 is "Ye es are being issued the securities are b	n employee incentive scheme that are
		Name of KMP	Name of regist	ered holder	Number of +securities
		Not applicable			
	2.2d.1	*The purpose(s) for which the issuing the +securities is: Answer this question if your respons "Other". You may select one or more of the	se to Q2.1 is	☐ To fund the ☐ To pay for [provide de ☐ To pay for [provide de ☐ Other [provide de ☐ Additional deta For commercia	dditional working capital e retirement of debt the acquisition of an asset etails below] services rendered etails below] vide details below] ails: alisation activities of pilot vorking capital purposes.
	2.2d.2	Please provide any further in needed to understand the ci which you are notifying the is +securities to ASX, including why the issue of the +securit been previously announced in an Appendix 3B You must answer this question if you	rcumstances in ssue of these g (if applicable) ties has not to the market	Not applicable	

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2.3	*The +securities being issued are: Tick whichever is applicable		Additional +securities in an existing unquoted class that is already recorded by ASX ("existing class")
		\boxtimes	New +securities in an unquoted class that is not yet recorded by ASX ("new class")

Part 3A – number and type of +securities being issued (existing class)

Answer the questions in this part if your response to Q2.3 is "existing class".

Question No.	Question	Answer
3A.1	*ASX security code & description	Not applicable
3A.2	*Number of +securities being issued	Not applicable
3A.3a	*Will the +securities being issued rank equally in all respects from their issue date with the existing issued +securities in that class?	Not applicable
3A.3b	*Is the actual date from which the +securities will rank equally (non-ranking end date) known? Answer this question if your response to Q3A.3a is "No".	Not applicable
3A.3c	*Provide the actual non-ranking end date Answer this question if your response to Q3A.3a is "No" and your response to Q3A.3b is "Yes".	Not applicable
3A.3d	*Provide the estimated non-ranking end period Answer this question if your response to Q3A.3a is "No" and your response to Q3A.3b is "No".	Not applicable
3A.3e	*Please state the extent to which the +securities do not rank equally: • in relation to the next dividend, distribution or interest payment; or • for any other reason Answer this question if your response to Q3A.3a is "No". For example, the securities may not rank at all, or may rank proportionately based on the percentage of the period in question they have been on issue, for the next dividend, distribution or interest payment; or they may not be entitled to participate in some other event, such as an entitlement issue.	Not applicable

Part 3B – number and type of +securities being issued (new class)

Answer the questions in this part if your response to Q2.3 is "new class".

Question No.	Question	Answer
3B.1	*Security description	Options with an exercise price of \$0.60 expiring 3 years from the date of issue.

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3B.2	*Security type Select one item from the list that best describes the securities the subject of this form. This will determine more detailed questions to be asked about the security later in this section. Select "ordinary fully or partly paid shares/units" for stapled securities or CDIs. For interest rate securities, please select the appropriate choice from either "Convertible debt securities" or "Nonconvertible debt securities". Select "Other" for performance shares/units and performance options/rights or if the selections available in the list do not appropriately describe the security being issued.	 □ Ordinary fully or partly paid shares/units □ Options □ +Convertible debt securities □ Non-convertible +debt securities □ Redeemable preference shares/units □ Other
3B.3	ISIN code Answer this question if you are an entity incorporated outside Australia and you are issuing a new class of securities other than CDIs. See also the note at the top of this form.	Not applicable
3B.4	*Number of +securities being issued	3,089,591
3B.5a	*Will all the +securities issued in this class rank equally in all respects from the issue date?	Yes
3B.5b	*Is the actual date from which the +securities will rank equally (non-ranking end date) known? Answer this question if your response to Q3B.5a is "No".	Not applicable
3B.5c	*Provide the actual non-ranking end date Answer this question if your response to Q3B.5a is "No" and your response to Q3B.5b is "Yes".	Not applicable
3B.5d	*Provide the estimated non-ranking end period Answer this question if your response to Q3B.5a is "No" and your response to Q3B.5b is "No".	Not applicable
3B.5e	*Please state the extent to which the +securities do not rank equally: • in relation to the next dividend, distribution or interest payment; or • for any other reason Answer this question if your response to Q3B.5a is "No". For example, the securities may not rank at all, or may rank proportionately based on the percentage of the period in question they have been on issue, for the next dividend, distribution or interest payment; or they may not be entitled to participate in some other event, such as an entitlement issue.	Not applicable
3B.6	Please attach a document or provide a URL link for a document lodged with ASX setting out the material terms of the +securities being issued You may cross reference a disclosure document, PDS, information memorandum, investor presentation or other announcement with this information provided it has been released to the ASX Market Announcements Platform.	Not applicable

		payment up of equity +securities
3B.7	*Have you received confirmation from ASX that the terms of the +securities are appropriate and equitable under listing rule 6.1?	No
	Answer this question only if you are an ASX Listing. (ASX Foreign Exempt Listings and ASX Debt Listings do not have to answer this question).	
	If your response is "No" and the securities have any unusual terms, you should approach ASX as soon as possible for confirmation under listing rule 6.1 that the terms are appropriate and equitable.	
3B.8a	Ordinary fully or partly paid shares/units	details
	Answer the questions in this section if you selected this	security type in your response to Question 3B.2.
	*+Security currency	Not applicable
	This is the currency in which the face amount of an issue is denominated. It will also typically be the currency in which distributions are declared.	
	*Will there be CDIs issued over the +securities?	Not applicable
	*CDI ratio	Not applicable
	Answer this question if you answered "Yes" to the previous question. This is the ratio at which CDIs can be transmuted into the underlying security (e.g. 4:1 means 4 CDIs represent 1 underlying security whereas 1:4 means 1 CDI represents 4 underlying securities).	
	*Is it a partly paid class of +security?	Not applicable
	*Paid up amount: unpaid amount	Not applicable
	Answer this question if answered "Yes" to the previous question.	
	The paid up amount represents the amount of application money and/or calls which have been paid on any security considered 'partly paid'	
	The unpaid amount represents the unpaid or yet to be called amount on any security considered 'partly paid'.	
	The amounts should be provided per the security currency (e.g. if the security currency is AUD, then the paid up and unpaid amount per security in AUD).	
	*Is it a stapled +security?	Not applicable
	This is a security class that comprises a number of ordinary shares and/or ordinary units issued by separate entities that are stapled together for the purposes of trading.	
3B.8b	Option details	
	Answer the questions in this section if you selected this	security type in your response to Question 3B.2.
	*+Security currency This is the currency in which the exercise price is payable.	Australian dollars
	*Exercise price	A\$0.60
	The price at which each option can be exercised and convert into the underlying security. If there is no exercise price please answer as \$0.00.	, , , , , , , , , , , , , , , , , , ,
	The exercise price should be provided per the security currency (i.e. if the security currency is AUD, the exercise price should be expressed in AUD).	
	*Expiry date The date on which the options expire or terminate.	3 years from the date of issue.

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	*Details of the number and type of +security (including its ASX security code if the +security is quoted on or recorded by ASX) that will be issued if an option is exercised For example, if the option can be exercised to receive one fully paid ordinary share with ASX security code ABC, please insert "One fully paid ordinary share (ASX:ABC)".	One fully paid ordinary share (ASX: SMX)
3B.8c	Details of non-convertible +debt securities redeemable preference shares/units	s, +convertible debt securities, or
	Answer the questions in this section if you selected one 3B.2.	of these security types in your response to Question
	Refer to Guidance Note 34 and the " <u>Guide to the Namin</u> <u>Debt and Hybrid Securities</u> " for further information on ce	g Conventions and Security Descriptions for ASX Quoted rtain terms used in this section
	*Type of +security	☐ Simple corporate bond
	Select one item from the list	☐ Non-convertible note or bond
		☐ Convertible note or bond
		☐ Preference share/unit
		☐ Capital note
		☐ Hybrid security
		☐ Other
	*+Security currency	Not applicable
	This is the currency in which the face value of the security is denominated. It will also typically be the currency in which interest or distributions are paid.	
	Face value This is the principal amount of each security. The face value should be provided per the security currency (i.e. if security currency is AUD, then the face value per security in AUD).	Not applicable
	*Interest rate type	☐ Fixed rate
	Select one item from the list	☐ Floating rate
	Select the appropriate interest rate type per the terms of the security. Definitions for each type are provided	☐ Indexed rate
	in the Guide to the Naming Conventions and Security Descriptions for ASX Quoted Debt and Hybrid	□ Variable rate
	Securities	☐ Zero coupon/no interest
	Securities	☐ Zero coupon/no interest☐ Other
	Frequency of coupon/interest payments	
	Frequency of coupon/interest payments per year	□ Other□ Monthly□ Quarterly
	Frequency of coupon/interest payments	☐ Other ☐ Monthly
	Frequency of coupon/interest payments per year	 □ Other □ Monthly □ Quarterly □ Semi-annual □ Annual
	Frequency of coupon/interest payments per year	 □ Other □ Monthly □ Quarterly □ Semi-annual □ Annual □ No coupon/interest payments
	Frequency of coupon/interest payments per year	 □ Other □ Monthly □ Quarterly □ Semi-annual □ Annual
	Frequency of coupon/interest payments per year	 □ Other □ Monthly □ Quarterly □ Semi-annual □ Annual □ No coupon/interest payments
	Frequency of coupon/interest payments per year Select one item from the list. First interest payment date A response is not required if you have selected "No coupon/interest payments" in response to the question above on the frequency of coupon/interest	 □ Other □ Monthly □ Quarterly □ Semi-annual □ Annual □ No coupon/interest payments □ Other

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	*Is the interest rate per annum estimated at this time?	Not applicable
	Answer this question if the interest rate type is fixed.	
	If the interest rate per annum is estimated, then what is the date for this information to be announced to the market (if known) Answer this question if the interest rate type is fixed and your response to the previous question is "Yes". Answer "Unknown" if the date is not known at this time.	Not applicable
	*Does the interest rate include a reference rate, base rate or market rate (e.g. BBSW or CPI)? Answer this question if the interest rate type is floating or indexed	Not applicable
	*What is the reference rate, base rate or market rate? Answer this question if the interest rate type is floating or indexed and your response to the previous question is "Yes".	Not applicable
	*Does the interest rate include a margin above the reference rate, base rate or market rate? Answer this question if the interest rate type is floating or indexed.	Not applicable
	*What is the margin above the reference rate, base rate or market rate (expressed as a percent per annum) Answer this question if the interest rate type is floating or indexed and your response to the previous question is "Yes".	Not applicable
-	*S128F of the Income Tax Assessment Act status applicable to the +security Select one item from the list For financial products which are likely to give rise to a payment to which s128F of the Income Tax Assessment Act applies, ASX requests issuers to confirm the s128F status of the security: • "s128F exempt" means interest payments are not taxable to non-residents; • "Not s128F exempt" means interest payments are taxable to non-residents; • "s128F exemption status unknown" means the issuer is unable to advise the status; • "Not applicable" means s128F is not applicable to this security *Is the +security perpetual (i.e. no maturity	□ s128F exempt □ Not s128F exempt □ s128F exemption status unknown □ Not applicable Not applicable
	date)? *Maturity date	Not applicable
	Answer this question if the security is not perpetual	35 6.1000.10

Appendix 3G
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		payment up of equity +3ccurities
*Select other features a +security Up to 4 features can be selective is available in the Guide to the and Security Descriptions for Hybrid Securities.	cted. Further information ne Naming Conventions	□ Simple □ Subordinated □ Secured □ Converting □ Convertible □ Transformable □ Exchangeable □ Cumulative □ Non-Cumulative □ Redeemable □ Extendable □ Reset □ Step-Down □ Stapled □ None of the above
*Is there a first trigger of conversion, redempt be exercised (whichever	ion, call or put can	Not applicable
*If yes, what is the first Answer this question if your question is "Yes".		Not applicable
Details of the number a (including its ASX security is quoted on issued if the securities converted, transformed Answer this question if the seconverting", "convertible", "to "exchangeable". For example, if the security of 1,000 fully paid ordinary shad code ABC, please insert "1,00 shares (ASX:ABC)".	arity code if the ASX) that will be to be quoted are do rexchanged ecurity features include ransformable" or ean be converted into the res with ASX security	Not applicable

Part 4 – Issue details

Question No.	Question	Answer
4.1	*Have the +securities been issued yet?	No
4.1a	*What was their date of issue? Answer this question if your response to Q4.1 is "Yes".	Not applicable
4.1b	*What is their proposed date of issue? Answer this question if your response to Q4.1 is "No".	23 November 2020
4.2	*Are the +securities being issued for a cash consideration? If the securities are being issued for nil cash consideration, answer this question "No".	No

Appendix 3G Notification of issue, conversion or payment up of equity +securities

4.2a	*In what currency is the cash consideration being paid For example, if the consideration is being paid in Australian Dollars, state AUD. Answer this question if your response to Q4.2 is "Yes".	Not applicable
4.2b	*What is the issue price per +security Answer this question if your response to Q4.2 is "Yes" and by reference to the issue currency provided in your response to Q4.2a. Note: you cannot enter a nil amount here. If the securities are being issued for nil cash consideration, answer Q4.2 as "No" and complete Q4.2c.	Not applicable
4.2c	Please describe the consideration being provided for the +securities Answer this question if your response to Q4.2 is "No".	Nil consideration
4.3	Any other information the entity wishes to provide about the issue	For each 2 new shares subscribed for at the placement, subscribers received 1 option at nil consideration, total 2,764,591 options. Broker options for nil consideration on the same terms as above, total 325,000 options.

Part 5 – Unquoted +securities on issue

Following the issue of the +securities the subject of this application, the unquoted issued +securities of the entity will comprise:

Note: the figures provided in the table in section 5.1 below are used to calculate part of the total market capitalisation of the entity published by ASX from time to time. Please make sure you include in the table each class of unquoted securities issued by the entity.

Restricted securities should be included in table 5.1.

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*ASX security code and description	*Total number of +securities on issue
Unquoted options at various exercise prices and expiry dates	45,022,672

Part 6 - Other Listing Rule requirements

The questions in this Part should only be answered if you are an ASX Listing (ASX Foreign Exempt Listings and ASX Debt Listings do not need to complete this Part) and:

- your response to Q2.1 is "+securities issued under an +employee incentive scheme that are not being immediately quoted on ASX"; or
- your response to Q2.1 is "Other"

Question No.	Question	Answer
6.1	*Are the securities being issued under Listing Rule 7.2 exception 13¹ and therefore the issue does not need any security holder approval under Listing Rule 7.1?	No
	Answer this question if your response to Q2.1 is "securities issued under an employee incentive scheme that are not being immediately quoted on ASX".	
6.2	*Has the entity obtained, or is it obtaining, +security holder approval for the issue under listing rule 7.1? Answer this question if the response to Q6.1 is "No".	No
6.2a	*Date of meeting or proposed meeting to approve the issue under listing rule 7.1 Answer this question if the response to Q6.1 is "No" and the response to Q6.2 is "Yes".	Not applicable
6.2b	*Are any of the +securities being issued without +security holder approval using the entity's 15% placement capacity under listing rule 7.1? Answer this question if the response to Q6.1 is "No" and the response to Q6.2 is "No".	Yes

Exception 13 is only available if and to the extent that the number of +equity securities issued under the scheme does not exceed the maximum number set out in the entity's prospectus, PDS or information memorandum (in the case of (a) above) or in the notice of meeting (in the case of (b) above).

Exception 13 ceases to be available if there is a material change to the terms of the scheme from those set out in the entity's prospectus, PDS or information memorandum (in the case of (a) above) or in the notice of meeting (in the case of (b) above).

+ See chapter 19 for defined terms 31 January 2020

¹ Exception 13 An issue of securities under an employee incentive scheme if within 3 years before the issue date:

⁽a) in the case of a scheme established before the entity was listed – a summary of the terms of the scheme and the maximum number of equity securities proposed to be issued under the scheme were set out in the prospectus, PDS or information memorandum lodged with ASX under rule 1.1 condition 3; or

⁽b) the holders of the entity's ordinary securities have approved the issue of equity securities under the scheme as an exception to this rule. The notice of meeting must have included:

[•] a summary of the terms of the scheme.

the number of securities issued under the scheme since the entity was listed or the date of the last approval under this rule;

the maximum number of +equity securities proposed to be issued under the scheme following the approval; and

a voting exclusion statement.

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6.2b.1	*How many +securities are being issued without +security holder approval using the entity's 15% placement capacity under listing rule 7.1?	3,089,591 Options
	Answer this question if the response to Q6.1 is "No", the response to Q6.2 is "No" and the response to Q6.2b is "Yes".	
	Please complete and separately send by email to your ASX listings adviser a work sheet in the form of Annexure B to Guidance Note 21 confirming the entity has the available capacity under listing rule 7.1 to issue that number of securities.	
6.2c	*Are any of the +securities being issued without +security holder approval using the entity's additional 10% placement capacity under listing rule 7.1A (if applicable)? Answer this question if the response to Q6.1 is "No" and the response to Q6.2 is "No".	No
6.2c.1	*How many +securities are being issued without +security holder approval using the entity's additional 10% placement capacity under listing rule 7.1A? Answer this question if the response to Q6.1 is "No", the response to Q6.2 is "Yes".	Not applicable
	Please complete and separately send by email to your ASX listings adviser a work sheet in the form of Annexure C to Guidance Note 21 confirming the entity has the available capacity under listing rule 7.1A to issue that number of securities.	

Introduced 01/12/19; amended 31/01/20